

IN THE UNITED STATES BANKRUPTCY COURT FOR  
THE DISTRICT OF NEBRASKA

IN RE: ALTRA NEBRASKA, LLC ) Case No. BK  
                                ) )  
                                Debtor. ) Chapter 11

**GLOBAL NOTES TO DEBTOR'S SCHEDULES OF ASSETS AND LIABILITIES**

Altra Nebraska, LLC (the "Debtor") submits its Schedules of Assets and Liabilities (the "Schedules") pursuant to 11 U.S.C. § 521 and Rule 1007 of the Federal Rules of Bankruptcy Procedure.

The Schedules prepared by the Debtor are unaudited and were prepared from a variety of different sources available to the Debtor and with such data to provide a cut-off as near as possible to the petition date. While Debtor's management has exercised its reasonable best efforts to ensure that the Schedules are accurate and complete based on the information that was available at the time of preparation, inadvertent errors or omissions may exist. Accordingly, the Debtor reserves the right to amend the Schedules from time to time as may be necessary or appropriate as information becomes available.

In addition to the foregoing, the Debtor makes the following notes:

**Schedule B, Item #29**

Debtor has attached Exhibit "A" to Schedule B in response to Schedule B, Item #29. Exhibit "A" reflects an inventory of property located at the site of the Debtor's ethanol plant. Debtor makes no representation as to whether such property is personal property or real property of the Debtor.

\* END OF GLOBAL NOTES \*

United States Bankruptcy Court  
District of Nebraska

In re Altra Nebraska, LLC, Case No. \_\_\_\_\_  
Debtor Chapter 11

**SUMMARY OF SCHEDULES**

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts of all claims from Schedules D, E, and F to determine the total amount of the debtor's liabilities. Individual debtors must also complete the "Statistical Summary of Certain Liabilities and Related Data" if they file a case under chapter 7, 11, or 13.

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	Yes	1	0.00		
B - Personal Property	Yes	4	860.00		
C - Property Claimed as Exempt	No	0			
D - Creditors Holding Secured Claims	Yes	5		84,963,590.16	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule B)	Yes	1		0.00	
F - Creditors Holding Unsecured Nonpriority Claims	Yes	3		1,373,993.94	
G - Executory Contracts and Unexpired Leases	Yes	3			
H - Codebtors	Yes	2			
I - Current Income of Individual Debtor(s)	No	0			N/A
J - Current Expenditures of Individual Debtor(s)	No	0			N/A
Total Number of Sheets of ALL Schedules		19			
			Total Assets	860.00	
			Total Liabilities		86,337,584.10

In re **Altra Nebraska, LLC**

Case No.

**Debtors**

**SCHEDULE A - REAL PROPERTY**

Except as directed below, list all real property in which the debtor has any legal, equitable, or future interest, including all property owned as a cotenant, community property, or in which the debtor has a life estate. Include any property in which the debtor holds rights and powers exercisable for the debtor's own benefit. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor holds no interest in real property, write "None" under "Description and Location of Property."

**Do not include interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.**

**Unexpired Leases.** If an entity claims to have a lien or hold a secured interest in any property, state the amount of the secured claim. See Schedule D. If no entity claims to hold a secured interest in the property, write "None" in the column labeled "Amount of Secured Claim." If the debtor is an individual or if a joint petition is filed, state the amount of any exemption claimed in the property only in Schedule C - Property Claimed as Exempt.

Description and Location of Property	Nature of Debtor's Interest in Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption	Amount of Secured Claim
Lots 1, 2, and 3, Lautenschlager Addition, Carleton, Thayer County, NE	Owner	-	Unknown	Unknown

**Lots 1, 2, and 3, Lautenschlager Addition, Carleton,  
Thayer County, NE**      Owner - Unknown      Unknown

Sub-Total > **0.00** (Total of this page)

Total > 0.00

**(Report also on Summary of Schedules)**

**0** continuation sheets attached to the Schedule of Real Property

In re **Altra Nebraska, LLC**

Case No. \_\_\_\_\_

Debtor

## SCHEDULE B - PERSONAL PROPERTY

Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories, place an "x" in the appropriate position in the column labeled "None." If additional space is needed in any category, attach a separate sheet properly identified with the case name, case number, and the number of the category. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor is an individual or a joint petition is filed, state the amount of any exemptions claimed only in Schedule C - Property Claimed as Exempt.

**Do not list interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.**

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property." If the property is being held for a minor child, simply state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
1. Cash on hand	X			
2. Checking, savings or other financial accounts, certificates of deposit, or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.		<b>Checking Account First Republic Bank 1230 Avenue of the Americas, Second Floor New York, NY 10020</b>		<b>860.00</b>
3. Security deposits with public utilities, telephone companies, landlords, and others.	X			
4. Household goods and furnishings, including audio, video, and computer equipment.	X			
5. Books, pictures and other art objects, antiques, stamp, coin, record, tape, compact disc, and other collections or collectibles.	X			
6. Wearing apparel.	X			
7. Furs and jewelry.	X			
8. Firearms and sports, photographic, and other hobby equipment.	X			
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.		<b>Zurich American Ins. Co. Directors &amp; Officers Liability Insurance \$5MM aggregate policy limit</b>		<b>Unknown</b>
		<b>Liberty Insurance Underwriters, Inc. Directors &amp; Officers Liability Insurance \$5MM aggregate policy limit</b>		<b>Unknown</b>
				Sub-Total > (Total of this page)
				<b>860.00</b>

3 continuation sheets attached to the Schedule of Personal Property

In re Altra Nebraska, LLC

Case No. \_\_\_\_\_

Debtor

**SCHEDULE B - PERSONAL PROPERTY**  
 (Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
		<b>National Union Fire Ins. Co. of Pittsburgh PA          Property Insurance          \$100MM policy limit          (Altra NE, LLC named as additional insured)</b>	-	<b>Unknown</b>
		<b>Arch Ins. Co.          Umbrella Liability &amp; Commercial General Liability          Insurance          (Altra NE, LLC names as additional insured)</b>	-	<b>Unknown</b>
10. Annuities. Itemize and name each issuer.	X			
11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c).)	X			
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	X			
13. Stock and interests in incorporated and unincorporated businesses. Itemize.	X			
14. Interests in partnerships or joint ventures. Itemize.	X			
15. Government and corporate bonds and other negotiable and nonnegotiable instruments.	X			
16. Accounts receivable.	X			
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	X			
18. Other liquidated debts owed to debtor including tax refunds. Give particulars.	X			

Sub-Total >  
 (Total of this page)

0.00

Sheet 1 of 3 continuation sheets attached  
 to the Schedule of Personal Property

In re **Altra Nebraska, LLC**

Case No. \_\_\_\_\_

Debtor

**SCHEDULE B - PERSONAL PROPERTY**  
 (Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property.	X			
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	X			
21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.	X			
22. Patents, copyrights, and other intellectual property. Give particulars.	X			
23. Licenses, franchises, and other general intangibles. Give particulars.		License - Delta - T Technology License Altra Nebraska real property		Unknown
24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. § 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.	X			
25. Automobiles, trucks, trailers, and other vehicles and accessories.	X			
26. Boats, motors, and accessories.	X			
27. Aircraft and accessories.	X			
28. Office equipment, furnishings, and supplies.	X			
29. Machinery, fixtures, equipment, and supplies used in business.		See Exhibit A		Unknown
30. Inventory.	X			
31. Animals.	X			

Sub-Total >  
 (Total of this page)

0.00

Sheet 2 of 3 continuation sheets attached  
 to the Schedule of Personal Property

In re Altra Nebraska, LLC

Case No. \_\_\_\_\_

Debtor

**SCHEMULE B - PERSONAL PROPERTY**  
(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
32. Crops - growing or harvested. Give particulars.	X			
33. Farming equipment and implements.	X			
34. Farm supplies, chemicals, and feed.	X			
35. Other personal property of any kind not already listed. Itemize.	X			

Sub-Total > 0.00  
(Total of this page)  
Total > 860.00

(Report also on Summary of Schedules)

Sheet 3 of 3 continuation sheets attached  
to the Schedule of Personal Property



**Gemma Power Systems, LLC**

2461 Main Street • Glastonbury • CT • 06033 • Tel. 860-659-0508 • Fax. 860-659-0807

**ALTRA Ethanol Project  
Carleton, Nebraska**

**SITE INVENTORY DESCRIPTION**

Prices below are based on project purchase orders and change orders. There may be additional changes not noted here. They do not represent the installed value.

**Material Purchases**

Major Equipment

Concrete

Stone

Misc Hardware

Electrical

    Breakers, Bus, Hardware, Skids, Panels, Transformer

    Cable & Wire

    Conduit & Cable Tray

    Lighting

Piping

    Gaskets

    Pipe

    Misc fittings, 45's, 90's, Caps, & Couplings

    Swage and Reducers

    Flanges, Stubends, Nipples, Tees, SOL, TOL, WOL

Steel

    Ferm Tank Foundations

    Structural

    Ferm Building

    Centrifuge

    Dryer

    Process Building

    Switch Racks and Sleepers

    Exterior Pipe Racks

    Support area 20

    Vapor line supports and flare supports

    Storage & Cooling Tower columns

    Platform & Ladders

    Area 52 sump pit

    MCC Area 40, and MCC in the MPB

    Stile Framing

    DD&E #1 & # 2 Steel (Stairs & Landings)

    Ethanol Storage Pipe Supports

    Misc. Electrical Suports (MES) 019 thru 025 and 001 thru 018

    Dryer/RTO Pipe Rack & Misc. Elect. Supports -

    Pipe Rack Framing and Misc. Pipe Supports MPS-70-001 thru MPS-70-033

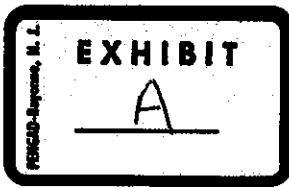
    DD&E # 1 Area Pipe Supports MPS-40-001 thru MPS-40-082

    DD&E # 2 Area Pipe Supports MPS-40-1001 thru MPS-40-1082

    Structural Steel for Ethanol Storage Area

    Misc Steel

    New frame over grids PRS and PR7 @ PRJ w/ bracing beams & tees



Altra Inventory  
Major Equipment

Dryer	Barr-Rosin
Centrifuges	Alfa Laval
Boilers	Campbell-Sevey, Inc
Plate & Frame Heat Exchangers	Alfa Laval
Shell & Tube HXs / evap - heat trans	Atlas Industrial
Columns and Press Vessels	DCR
Tanks	DCR
Tanks	Columbian-TecTank
RTO	PEI
Agitators	Lightnin
Chiller	York
Column Internals	Koch-Glitsch
Desiccant & Ballast	Christy
Cooling Tower	SPX / Marley
Vacuum Eductors	Automatic Controls
Filters	PBE
Flow Meters	
Mix Tank Plug Auger	
Centrifugal Pumps	Gould Pumps
Chemical F/S Pumps	Emory Wilson
Sieve Screens	Johnson Screens
CIP Separators	
Spray Nozzles	Butterworth
Control, On-Off, & Molsieve Valves	Protech
Manual Valves	Protech
PSV & Cons. Vents	
Wet Cake Drag Conveyor	Bratney (CO)
Air Comp System	Ingersoll-Rand
Loadout Skid	Determan Brownie
Flare	John Zink Co, LLC
Water Treatment Pkg	Crown
Emg Dis Gen w/ transfer	
Truck & Rail Scales	Bratney (CO)
Local Instruments	Protech
Grain Handling	Bratney
Process Control Hd/Softw	Protech / Siemens
Electrical Gear	Eaton
Buildings	Covenant / Darland
Fire Protection	F. E. Moran, Inc

In re **Altra Nebraska, LLC**

Case No. \_\_\_\_\_

Debtor

## SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number of all entities holding claims secured by property of the debtor as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. List creditors holding all types of secured interests such as judgment liens, garnishments, statutory liens, mortgages, deeds of trust, and other security interests.

List creditors in alphabetical order to the extent practicable. If a minor child is a creditor, the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). If all secured creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor", include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H", "W", "J", or "C" in the column labeled "Husband, Wife, Joint, or Community".

If the claim is contingent, place an "X" in the column labeled "Contingent". If the claim is unliquidated, place an "X" in the column labeled "Unliquidated". If the claim is disputed, place an "X" in the column labeled "Disputed". (You may need to place an "X" in more than one of these three columns.)

Total the columns labeled "Amount of Claim Without Deducting Value of Collateral" and "Unsecured Portion, if Any" in the boxes labeled "Total(s)" on the last sheet of the completed schedule. Report the total from the column labeled "Amount of Claim" also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report the total from the column labeled "Unsecured Portion" on the Statistical Summary of Certain Liabilities and Related Data.

Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R  H W J C	Husband, Wife, Joint, or Community	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
Account No.			3/19/2008					
Advanced Consulting Engineering Services 1037 F Road West Point, NE 68788	-		Construction Lien  ALTRA Nebraska Real Property					
			Value \$ Unknown				91,087.00	Unknown
Account No.			3/4/2008					
Aqua Plumbing & Heating 1025 W. 10th Street Crete, NE 68333	X -		Construction Lien  ALTRA Nebraska Real Property					
			Value \$ Unknown				186,347.70	Unknown
Account No.			11/21/2007					
Beatrice Concrete Company, Inc. PO Box 306 Beatrice, NE 68310	X -		Construction Lien  ALTRA Nebraska Real Property					
			Value \$ Unknown				592,430.65	Unknown
Account No.			3/18/2008					
Bratney Companies 3400 109th Street Des Moines, IA 50322	X -		Construction Lien  ALTRA Nebraska Real Property					
			Value \$ Unknown				791,274.96	Unknown
4 continuation sheets attached				Subtotal (Total of this page)			1,661,140.31	0.00

In re Altra Nebraska, LLC

Case No. \_\_\_\_\_

Debtor

**SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	CODEBTOR H W J C	Husband, Wife, Joint, or Community  DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT X -	UNLIQUIDATED X -	DISPUTED X -	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
						Value \$	
Account No.		4/7/2008  Construction Lien  ALTRA Nebraska Real Property					
Darland Construction Company 4115 S. 133rd Street Omaha, NE 68137	X -	Value \$ Unknown				404,006.60	Unknown
Account No.		2/28/2008 & 4/8/2008  Construction Liens  ALTRA Nebraska Real Property					
DCR Construction, Inc. 4101 Holden Road Lakeland, FL 33811	X -	Value \$ Unknown				3,636,380.23	Unknown
Account No.		3/11/2008  Construction Lien  ALTRA Nebraska Real Property					
Delta-T Corporation 133 Waller Mill Road Williamsburg, VA 23185	X -	Value \$ Unknown				21,241,997.42	Unknown
Account No.		2/25/2008  Construction Lien  ALTRA Nebraska Real Property					
F.E. Moran, Inc. Special Hazard Systems 2265 Carlson Drive Northbrook, IL 60062	X -	Value \$ Unknown				475,362.15	Unknown
Account No.		4/30/2007  Deed of Trust  ALTRA Nebraska Real Property					
Fourth Third LLC Attn: Brian Cavanaugh 375 Park Avenue, Suite 3304 New York, NY 10152	-	Value \$ Unknown				22,500,000.00	Unknown
Sheet 1 of 4 continuation sheets attached to Schedule of Creditors Holding Secured Claims			Subtotal (Total of this page)			48,257,746.40	0.00

In re **Altra Nebraska, LLC**

Case No. \_\_\_\_\_

Debtor

**SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	CODE DEBTOR H W J C	Husband, Wife, Joint, or Community  DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
						Value \$	
Account No.		3/25/2008  Construction Lien  ALTRA Nebraska Real Property					
Gemma Power Systems, LLC 2461 Main Street Glastonbury, CT 06033		Value \$ Unknown				23,802,498.00	Unknown
Account No.		3/25/2008  Construction Lien  ALTRA Nebraska Real Property					
Harrington Properties, Inc. 1300 Michigan Street Gary, IN 46402	X	Value \$ Unknown				498,201.34	Unknown
Account No.		2/28/2008  Construction Lien  ALTRA Nebraska Real Property					
IDC Architects 2020 SW 4th Avenue, Third Floor Portland, OR 97201	X	Value \$ Unknown				80,199.43	Unknown
Account No.		4/7/2008  Construction Lien  ALTRA Nebraska Real Property					
Interstates Engineering, Inc. 538 12th Street Sioux Center, IA 51250	X	Value \$ Unknown				12,479.12	Unknown
Account No.		2/26/2008  Construction Lien  ALTRA Nebraska Real Property					
Ja.-Con Mat, Inc. PO Box 1591 1993 N. Highway 69 Nederland, TX 77627	X	Value \$ Unknown				130,387.13	Unknown
Sheet <u>2</u> of <u>4</u> continuation sheets attached to Schedule of Creditors Holding Secured Claims			Subtotal (Total of this page)			24,523,765.02	0.00

In re **Altra Nebraska, LLC**

Case No. \_\_\_\_\_

Debtor

**SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS**  
 (Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	CODE DEBTOR H W J C	Husband, Wife, Joint, or Community  DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT X	UNLIQUIDATED -	DISPUTED -	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
Account No.			3/26/08				
Kayl Heating & Air Inc. 2820 E. Hwy 34 Grand Island, NE 68801	X	Construction Lien  ALTRA Nebraska Real Property					
		Value \$ Unknown				155,818.64	Unknown
Account No.			2/4/2008				
Koch-Glitsch, LP 4111 East 37th Street North Wichita, KS 67220	X	Construction Lien  ALTRA Nebraska Real Property					
		Value \$ Unknown				85,508.27	Unknown
Account No.			3/24/2008				
Protech Global, LLC 323 Alexander Lee Parkway Williamsburg, VA 23185	X	Construction Lien  ALTRA Nebraska Real Property					
		Value \$ Unknown				910,879.25	Unknown
Account No.			1/28/2008				
RailWorks Track Systems, Inc. 235 West 6th Street Fremont, NE 68025	X	Construction Lien  ALTRA Nebraska Real Property					
		Value \$ Unknown				5,086,957.20	Unknown
Account No.			12/3/2007				
Starostka Group Unlimited, Inc. 429 Industrial Lane Grand Island, NE 68803	X	Construction Lien  ALTRA Nebraska Real Property					
		Value \$ Unknown				2,100,121.25	Unknown
Sheet <u>3</u> of <u>4</u> continuation sheets attached to Schedule of Creditors Holding Secured Claims				Subtotal (Total of this page)		8,339,284.61	0.00

In re **Altra Nebraska, LLC**

Case No. \_\_\_\_\_

Debtor

**SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	CODEBTOR H W J C	Husband, Wife, Joint, or Community  DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT T	UNLIQUIDATED D	DISPUTED I Q U I D A T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
Account No.		4/11/2008					
Stephens & Smith Construction Co., Inc. 1542 S. 1st Street Lincoln, NE 68502	X -	Construction Lien  ALTRA Nebraska Real Property					
		Value \$ Unknown				60,912.79	Unknown
Account No.		12/4/2007					
Strobel Construction Unlimited, Inc. PO Box 187 Clarks, NE 68628	X -	Construction Lien  ALTRA Nebraska Real Property					
		Value \$ Unknown				1,743,425.00	Unknown
Account No.		2007 & 2008 Real Estate Taxes					
Thayer County Treasurer 225 N. 4th #204 Hebron, NE 68370	-	ALTRA Nebraska Real Property					
		Value \$ Unknown				377,316.03	Unknown
Account No.		Value \$					
Account No.		Value \$					
Sheet 4 of 4 continuation sheets attached to Schedule of Creditors Holding Secured Claims		Subtotal (Total of this page)				2,181,653.82	0.00
		Total (Report on Summary of Schedules)				84,963,590.16	0.00

In re **Altra Nebraska, LLC**

Case No. \_\_\_\_\_

Debtor

## SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

A complete list of claims entitled to priority, listed separately by type of priority, is to be set forth on the sheets provided. Only holders of unsecured claims entitled to priority should be listed in this schedule. In the boxes provided on the attached sheets, state the name, mailing address, including zip code, and last four digits of the account number, if any, of all entities holding priority claims against the debtor or the property of the debtor, as of the date of the filing of the petition. Use a separate continuation sheet for each type of priority and label each with the type of priority.

The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H-Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of claims listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all claims listed on this Schedule E in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

Report the total of amounts entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Report the total of amounts not entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts not entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Check this box if debtor has no creditors holding unsecured priority claims to report on this Schedule E.

### TYPES OF PRIORITY CLAIMS (Check the appropriate box(es) below if claims in that category are listed on the attached sheets)

#### Domestic support obligations

Claims for domestic support that are owed to or recoverable by a spouse, former spouse, or child of the debtor, or the parent, legal guardian, or responsible relative of such a child, or a governmental unit to whom such a domestic support claim has been assigned to the extent provided in 11 U.S.C. § 507(a)(1).

#### Extensions of credit in an involuntary case

Claims arising in the ordinary course of the debtor's business or financial affairs after the commencement of the case but before the earlier of the appointment of a trustee or the order for relief. 11 U.S.C. § 507(a)(3).

#### Wages, salaries, and commissions

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$10,950\* per person earned within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).

#### Contributions to employee benefit plans

Money owed to employee benefit plans for services rendered within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(5).

#### Certain farmers and fishermen

Claims of certain farmers and fishermen, up to \$5,400\* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. § 507(a)(6).

#### Deposits by individuals

Claims of individuals up to \$2,425\* for deposits for the purchase, lease, or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(7).

#### Taxes and certain other debts owed to governmental units

Taxes, customs duties, and penalties owing to federal, state, and local governmental units as set forth in 11 U.S.C. § 507(a)(8).

#### Commitments to maintain the capital of an insured depository institution

Claims based on commitments to the FDIC, RTC, Director of the Office of Thrift Supervision, Comptroller of the Currency, or Board of Governors of the Federal Reserve System, or their predecessors or successors, to maintain the capital of an insured depository institution. 11 U.S.C. § 507 (a)(9).

#### Claims for death or personal injury while debtor was intoxicated

Claims for death or personal injury resulting from the operation of a motor vehicle or vessel while the debtor was intoxicated from using alcohol, a drug, or another substance. 11 U.S.C. § 507(a)(10).

\* Amounts are subject to adjustment on April 1, 2010, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

In re Altra Nebraska, LLC

Case No. \_\_\_\_\_

Debtor

## SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). Do not include claims listed in Schedules D and E. If all creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Check this box if debtor has no creditors holding unsecured claims to report on this Schedule F.

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR	Husband, Wife, Joint, or Community	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM	
							1	2
Account No.								
Air Resource Specialists, Inc. 1901 Sharp Point Drive Suite E Fort Collins, CO 80525		H	-					10,078.10
Account No.			Natural Gas Transmission					
Black Hills Energy PO Box 4660 Carol Stream, IL 60197-4649		H	-					175,945.38
Account No.								
Gemma Power Systems 2461 Main Street Glastonbury, CT 06033		H	-					89,801.22
Account No.			Professional Services					
Gibson Dunn & Crutcher LLC 333 South Grand Avenue Los Angeles, CA 90071		H	-		X			853,415.93
2 continuation sheets attached				Subtotal (Total of this page)				1,129,240.63

In re **Altra Nebraska, LLC**

Case No. \_\_\_\_\_

Debtor

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODE DEBTOR H W J C	Husband, Wife, Joint, or Community  DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONT INGENT	UNL IQUIDATE D	DISP UTE D	AMOUNT OF CLAIM
Account No.		Professional Services				
Koley Jessen P.C. One Pacific Place, Suite 800 1125 South 103rd Street Omaha, NE 68124-1079	-					111,485.78
Account No.		Professional Services				
Pryor Cashman LLP 410 Park Avenue New York, NY 10022	-					45,803.78
Account No.					X	
Puritan Manufacturing, Inc. 1302 Grace Street Omaha, NE 68110-2591	X -				X	14,595.88
Account No.					X	
Stetson Building Products, Inc. 510 SW 9th Street Des Moines, IA 50309	X -				X	61,487.62
Account No.		Professional Services				
Stoel Rives, LLP 900 SW Fifth Avenue Suite 2600 Portland, OR 97204	-					195.00
Sheet no. <u>1</u> of <u>2</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)			233,568.06

In re **Altra Nebraska, LLC**

Case No. \_\_\_\_\_

Debtor

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODE B T O R	Husband, Wife, Joint, or Community	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.			AMOUNT OF CLAIM
			C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	
Account No.						
Terracon Consultants, Inc. 3189 - F Airway Avenue Costa Mesa, CA 92626	H W J C	-			X	11,185.25
Account No.						
Account No.						
Account No.						
Account No.						
Account No.						
Sheet no. <u>2</u> of <u>2</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)			11,185.25
			Total (Report on Summary of Schedules)			1,373,993.94

In re **Altra Nebraska, LLC**

Case No. \_\_\_\_\_

Debtor

## SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any timeshare interests. State nature of debtor's interest in contract, i.e., "Purchaser", "Agent", etc. State whether debtor is the lessor or lessee of a lease. Provide the names and complete mailing addresses of all other parties to each lease or contract described. If a minor child is a party to one of the leases or contracts, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

Check this box if debtor has no executory contracts or unexpired leases.

Name and Mailing Address, Including Zip Code,  
of Other Parties to Lease or Contract

Description of Contract or Lease and Nature of Debtor's Interest.  
State whether lease is for nonresidential real property.  
State contract number of any government contract.

**Aclaria Partners Inc.**  
1517 North Point, Ste. 313  
San Francisco, CA 94123

**Consulting Agreement (purchaser)**

**Advanced Consulting Engineering Services**  
1037 F Road  
West Point, NE 68788

**Engineering Agreement (purchaser)**

**Advanced Consulting Engineering Services**  
1037 F Road  
West Point, NE 68788

**Indemnity Agreement (indemnitee)**

**Altra Biofuels Marketing, LLC**  
11911 San Vincente Blvd  
Suite 325  
Los Angeles, CA 90049

**Ethanol Marketing Agreement (producer)**

**Altra, Inc.**  
11911 San Vincente Blvd  
Suite 325  
Los Angeles, CA 90049

**Management Services Agreement (purchaser)**

**Black Hills Energy**  
PO Box 4660  
Carol Stream, IL 60197-4649

**Natural Gas Pipeline Construction Agreement  
(purchaser)**

**Black Hills Energy**  
PO Box 4660  
Carol Stream, IL 60197-4649

**Transportation Service Agreement (purchaser)**

**Cargill, Inc.**  
Cargill AgHorizons United States  
15407 McGinty Road West  
Wayzata, MN 55391

**Corn Supply Agreement (producer)**

**Cargill, Inc.**  
Cargill AgHorizons United States  
15407 McGinty Road West  
Wayzata, MN 55391

**Railroad Track Agreement**

**ConAgra Trade Group, Inc.**  
Eleven ConAgra Drive  
Omaha, NE 68102

**Distillers Grains Marketing Agreement (producer)**

**Delta-T Corporation**  
133 Waller Mill Road  
Williamsburg, VA 23185

**Technology License Agreement (licensee)**

In re **Altra Nebraska, LLC**

Case No. \_\_\_\_\_

Debtor

**SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES**  
(Continuation Sheet)

Name and Mailing Address, Including Zip Code,  
of Other Parties to Lease or Contract

Description of Contract or Lease and Nature of Debtor's Interest.  
State whether lease is for nonresidential real property.  
State contract number of any government contract.

**Gilmore & Associates, Inc.**  
2670 33rd Avenue  
PO Box 565  
Columbus, NE 68602

**Professional Services Agreement (purchaser)**

**Jerry Lahners**  
RR1  
Carleton, NE 68326

**Real Property Lease (lessor)**

**John Zwingman**  
3555 30th Avenue  
Columbus, NE 68601

**Indemnity Agreement (indemnitee)**

**Layne-Western, a division of  
Layne Christensen Co.**  
4601 N. 252 Street  
Valley, NE 68064

**Water Supply Well Construction Agreement  
(purchaser)**

**MAAS Companies, Inc.**  
PO Box 7127  
Rochester, MN 55903

**Auction Contract (purchaser)**

**Moore-McNeil, LLC**  
4619 Mountainview Drive  
Suite 1000  
Nashville, TN 37215

**Insurance Consulting Agreement (purchaser)**

**Norris Public Power District**  
606 Irving St  
Beatrice, NE 68310

**Purchase Power Agreement (purchaser)**

**RailWorks Track Systems, Inc.**  
235 West 6th Street  
Fremont, NE 68025

**Railworks Construction Agreement (purchaser)**

**Starostka Group Unlimited, Inc.**  
429 Industrial Lane  
Grand Island, NE 68803

**Rail Loop Construction Agreement (purchaser)**

**Trailblazer Pipeline Co.**  
Kearney Office  
610 Central Avenue  
Kearney, NE 68847

**Gas Facility Interconnection Agreement  
(purchaser)**

**Union Pacific Railroad Company**  
1400 Douglas Street  
Omaha, NE 68179

**Industry Track Agreement (purchaser)**

**Village of Carleton, NE**  
Attn: Todd Braun  
115 Seventh St.  
Carleton, NE 68326

**Redevelopment Contract**

In re **Altra Nebraska, LLC**

Case No. \_\_\_\_\_

Debtor

**SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES**  
(Continuation Sheet)

Name and Mailing Address, Including Zip Code,  
of Other Parties to Lease or Contract

Description of Contract or Lease and Nature of Debtor's Interest.  
State whether lease is for nonresidential real property.  
State contract number of any government contract.

**Village of Carleton, NE**  
**Attn: Todd Braun**  
**115 Seventh St.**  
**Carleton, NE 68326**

**Water Services Agreement**

In re **Altra Nebraska, LLC**

Case No. \_\_\_\_\_

Debtor

## SCHEDULE H - CODEBTORS

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by debtor in the schedules of creditors. Include all guarantors and co-signers. If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within the eight year period immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state, commonwealth, or territory. Include all names used by the nondebtor spouse during the eight years immediately preceding the commencement of this case. If a minor child is a codebtor or a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
<b>Concrete Design, LLC</b> 1004 Timberlane Huxley, IA 50124	<b>Stetson Building Products, Inc.</b> 510 SW 9th Street Des Moines, IA 50309
<b>DCR Construction, Inc.</b> 4101 Holden Road Lakeland, FL 33811	<b>Harrington Properties, Inc.</b> 1300 Michigan Street Gary, IN 46402
<b>DCR Construction, Inc.</b> 4101 Holden Road Lakeland, FL 33811	<b>Ja-Con Mat, Inc.</b> PO Box 1591 1993 N. Highway 69 Nederland, TX 77627
<b>DCR Construction, Inc.</b> 4101 Holden Road Lakeland, FL 33811	<b>Puritan Manufacturing, Inc.</b> 1302 Grace Street Omaha, NE 68110-2591
<b>Delta-T Corporation</b> 133 Waller Mill Road Williamsburg, VA 23185	<b>Aqua Plumbing &amp; Heating</b> 1025 W. 10th Street Crete, NE 68333
<b>Delta-T Corporation</b> 133 Waller Mill Road Williamsburg, VA 23185	<b>Bratney Companies</b> 3400 109th Street Des Moines, IA 50322
<b>Delta-T Corporation</b> 133 Waller Mill Road Williamsburg, VA 23185	<b>Darland Construction Company</b> 4115 S. 133rd Street Omaha, NE 68137
<b>Delta-T Corporation</b> 133 Waller Mill Road Williamsburg, VA 23185	<b>DCR Construction, Inc.</b> 4101 Holden Road Lakeland, FL 33811
<b>Delta-T Corporation</b> 133 Waller Mill Road Williamsburg, VA 23185	<b>F.E. Moran, Inc. Special Hazard Systems</b> 2265 Carlson Drive Northbrook, IL 60062
<b>Delta-T Corporation</b> 133 Waller Mill Road Williamsburg, VA 23185	<b>IDC Architects</b> 2020 SW 4th Avenue, Third Floor Portland, OR 97201
<b>Delta-T Corporation</b> 133 Waller Mill Road Williamsburg, VA 23185	<b>Interstates Engineering, Inc.</b> 538 12th Street Sioux Center, IA 51250

In re Altra Nebraska, LLC

Case No. \_\_\_\_\_

Debtor

**SCHEDULE H - CODEBTORS**  
(Continuation Sheet)

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
<b>Delta-T Corporation</b> 133 Waller Mill Road Williamsburg, VA 23185	<b>Kayl Heating &amp; Air Inc.</b> 2820 E. Hwy 34 Grand Island, NE 68801
<b>Delta-T Corporation</b> 133 Waller Mill Road Williamsburg, VA 23185	<b>Koch-Glitsch, LP</b> 4111 East 37th Street North Wichita, KS 67220
<b>Delta-T Corporation</b> 133 Waller Mill Road Williamsburg, VA 23185	<b>Protech Global, LLC</b> 323 Alexander Lee Parkway Williamsburg, VA 23185
<b>Gemma Power Systems, LLC</b> 2461 Main Street Glastonbury, CT 06033	<b>Stephens &amp; Smith Construction Co., Inc.</b> 1542 S. 1st Street Lincoln, NE 68502
<b>Gemma Power Systems, LLC</b> 2461 Main Street Glastonbury, CT 06033	<b>Delta-T Corporation</b> 133 Waller Mill Road Williamsburg, VA 23185
<b>Starostka Group Unlimited, Inc.</b> 429 Industrial Lane Grand Island, NE 68803	<b>Strobel Construction Unlimited, Inc.</b> PO Box 187 Clarks, NE 68628
<b>Strobel Construction</b> PO Box 187 106 S. Green Street Clarks, NE 68628	<b>Beatrice Concrete Company, Inc.</b> PO Box 306 Beatrice, NE 68310

Sheet 1 of 1 continuation sheets attached to the Schedule of Codebtors

In re Altra Nebraska, LLC

Debtor(s)

Case No.  
Chapter

11

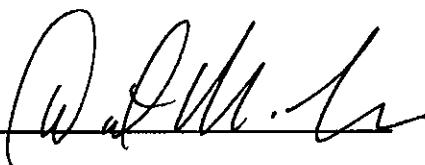
## **DECLARATION CONCERNING DEBTOR'S SCHEDULES**

### **DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP**

I, the Sole Manager of Carleton Management, LLC of the corporation named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of 0 sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date August 12, 2009

Signature /s/ David Travers  
David Travers  
Sole Manager of Carleton Management, LLC



*Penalty for making a false statement or concealing property:* Fine of up to \$500,000 or imprisonment for up to 5 years or both.  
18 U.S.C. §§ 152 and 3571.